

Exhibit B

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

The State of Texas, *et. al.*,

Plaintiffs,

v.

Google LLC,

Defendant.

Case No. 4:20-CV-957-SDJ

Hon. Sean D. Jordan

DECLARATION OF BROOKE SMITH

I, Brooke Smith, declare based on personal knowledge as follows:

1. I am an attorney at the law firm Keller Lenkner LLC, counsel for the State of Texas in this matter.
2. This declaration is provided in support of Plaintiffs' Opposition to Google's Motion to Transfer Venue. I have personal knowledge of the facts stated herein, and if called as a witness, I could and would testify competently thereto.
3. Attached as Exhibit B-1 hereto is an Order on Motion to Stay Discovery entered on December 8, 2020 in *In re Google Digital Advertising Antitrust Litigation*, Case No. 20-cv-03556-BLF (N.D. Cal.).
4. Attached as Exhibit B-2 hereto is Defendant's Notice of Motion and Motion to Dismiss First Amended Consolidated Class Action Complaint: Memorandum of Points and Authorities In Support Thereof filed on January 15, 2021 in *In re Google Digital Advertising Antitrust Litigation*, Case No. 20-cv-03556-BLF (N.D. Cal.).

5. Attached as Exhibit B-3 hereto is a highly confidential document that was produced by Google during the Plaintiff States' investigation. I have reviewed this document, which has been filed under seal. According to this document, [REDACTED]

[REDACTED] Based on publicly available data, I have determined that the Eastern District of Texas has an estimated population of 4.2 million,¹ which is roughly 1.3% of the United States Population.² Using the number of auctions represented in Exhibit B-3 and the population of the Eastern District of Texas, I have calculated that Google runs approximately [REDACTED] advertising auctions in the Eastern District of Texas per day.

6. Attached as Exhibits B-4 through B-13 hereto are declarations from potential third-party witnesses in this matter. These witness declarations have been filed under seal due to the highly confidential and sensitive nature of the information contained therein. I have reviewed these declarations and believe that each of the declarants has information that is relevant and material to this matter. Each declarant is located closer to the Eastern District of Texas than the Northern District of California and is willing to testify as a fact witness in the Eastern District of Texas, Sherman Division if this case goes to trial.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on February 2, 2021, in Chicago, IL.



(Signature)

¹ See <https://worldpopulationreview.com/us-counties/states/tx> (stating Texas population by county); <https://www.usmarshals.gov/district/tx-e/general/area.htm> (stating counties located in the Eastern District of Texas).

² See <https://www.pbs.org/newshour/nation/3-ways-that-the-u-s-population-will-change-over-the-next-decade> (stating total U.S. population).